



**THE UNITED STATES  
CORPORATION**  
COMPANY

1190000006132

ACCOUNT NO. : 072100000032

REFERENCE : 815531 7107754

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
98 MAY 12 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 12, 1998

ORDER TIME : 11:21 AM

ORDER NO. : 815531-005

CUSTOMER NO: 7107754

CUSTOMER: Mr. Charles B. Koval  
Memorial Health System, Inc.  
875 Sterthous Avenue

*Amended &  
Restated*

600002520596--8  
-05/12/98--01074--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ormond Beach, FL 32174

DOMESTIC AMENDMENT FILING

NAME: HEALTHCARE PARTNERS OF  
MEMORIAL, INC.

Name	5/12/98
EFFECTIVE DATE	
Document	1014
XX ARTICLES OF AMENDMENT	
XX RESTATED ARTICLES OF INCORPORATION	
Update	1014
Update	1014
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
CERTIFIED COPY	1014
XX PLAIN STAMPED COPY	1014
CERTIFICATE OF GOOD STANDING	

RECEIVED  
98 MAY 12 PM 12:04  
DIVISION OF CORPORATION

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: \_\_\_\_\_

\*00789, 00579, 00547, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: HEALTHCARE PARTNERS OF MEMORIAL, INC.  
Ref. Number: N96000006132

**RESUBMIT**

Please give original  
submission date as file date

RECEIVED  
98 MAY 15 PM 1:36

We have received your document for HEALTHCARE PARTNERS OF MEMORIAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers. *And please have the officer print their name & title underneath*  
If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

*5/21/98 signed by Director/Incorporator*

Letter Number: 498A00026550

RECEIVED  
98 MAY 21 AM 10:00

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98 MAY 15 AM 10:44

DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**HEALTHCARE PARTNERS OF MEMORIAL, INC.**

FILED  
MAY 12 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act (Florida Statutes Chapter 617, Part I); adopt the following Amended and Restated Articles of Incorporation for such corporation:

**FIRST:** The name of the Corporation is HealthCare Partners of Memorial, Inc. (the "Corporation").

**SECOND:** The address of the principal office of the Corporation is 875 Sterthaus Avenue, Ormond Beach, Florida 32174. The Corporation's mailing address is 875 Sterthaus Avenue, Ormond Beach, Florida 32174.

**THIRD:** The purpose of the Corporation is to engage in the following activities:

A. To own, operate, and manage an organization which shall employ physicians and other licensed healthcare providers to provide medical and hospital services to persons requiring professional medical services and do all that is required to accomplish such purpose as permitted by law.

B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning

of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Notwithstanding any other provision of these amended and restated articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state or local laws or violate generally accepted ethical standards.

It is intended that the Corporation shall have and continue to have the status of a Corporation which is exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 and successor statutes and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, and these Amended and Restated Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to a private individual, but the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding the above enumeration of objects and powers, the Corporation shall not engage in activities, other than to an insubstantial extent, which in themselves are not in furtherance of the charitable, scientific or educational purposes or objects of this Corporation as hereinabove specified or which in themselves are not in furtherance of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code.

**FOURTH:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal offices of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**FIFTH:** The method of electing or appointing members of the Corporations' Board of Directors is stated in the Bylaws. The names, addresses, and terms of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Length of Term</u>
Richard A. Lind	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
David L. Raines	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite

Patricia A. Dietrich	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Johnette Vodenicker	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite
Clark P. Christianson	875 Sterthaus Avenue Ormond Beach, FL 32174	Indefinite

The Directors shall act until their successors are duly elected as set forth in the Bylaws and qualified.

**SIXTH:** The address of the Corporation's initial registered office is 875 Sterthaus Avenue, Ormond Beach, Florida 32174. The Corporation's initial registered agent is Charles B. Koval.

**SEVENTH:** The following individual is the Incorporator of the Corporation:

<u>Name</u>	<u>Address</u>
Charles B. Koval	875 Sterthaus Avenue Ormond Beach, FL 32174

**EIGHTH:** The foregoing Amended and Restated Articles of Incorporation was adopted by the Board of Directors on May 14, 1998.

**NINTH:** The foregoing Amended and Restated Articles of Incorporation was adopted by the Incorporator and by the Board of Directors. No members of the corporation are entitled to vote on this Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Incorporation on this 19th day of May, 1998, acknowledge the same to be my act, state

that to the best of my knowledge, information, and belief these matters and facts are true  
in all material respects, and state that the statements are made under penalty for perjury.

  
\_\_\_\_\_  
David L. Raines, Director/Treasurer

**ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT**

In accordance with the requirements of Sections 617.0202(f) and 617.0501(3) of the Florida Not-For-Profit Corporation Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process in HealthCare Partners of Memorial, Inc. which shall become effective upon the filing of said corporation's Amended and Restated Articles of Incorporation with the Florida Department of State. The undersigned is familiar with and accepts the obligations of such position.

Registered Agent

  
\_\_\_\_\_  
Charles B. Koval

Date: 5/20/98

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